

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SANCHEZ ENERGY CORPORATION, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 19-34508 (MI)
)
) (Jointly Administered)
)

AMENDED NOTICE OF APPEAL

AMENDED NOTICE IS HEREBY GIVEN that Appellants, (i) the members of the Ad Hoc Group of Senior Secured Noteholders and DIP Lenders listed on Schedule 1 attached hereto (the “Secured Ad Hoc Group”),² and (ii) Wilmington Savings Fund Society FSB (“WSFS,” and, collectively with the Secured Ad Hoc Group, the “Appellants”), by and through their undersigned counsel, file this Amended Notice of Appeal pursuant to 28 U.S.C. § 158(a)(1) and Rule 8003 of the Federal Rules of Bankruptcy Procedure.³

Appellants appeal to the United States District Court for the Southern District of Texas the Final Order Resolving Lien-Related Litigation [Dkt. 2809] (the “Final Order,” attached hereto as

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's federal tax identification number, include: Mesquite Energy, Inc. f/k/a Sanchez Energy Corporation (0102); SN Palmetto, LLC (3696); SN Marquis LLC (0102); SN Cotulla Assets, LLC (0102); SN Operating, LLC (2143); SN TMS, LLC (0102); SN Catarina, LLC (0102); Rockin L Ranch Company, LLC (0102); SN EF Maverick, LLC (0102); SN Payables, LLC (0102); and SN UR Holdings, LLC (0102). The Reorganized Debtors' service address is 700 Milam Street, Suite 600, Houston, Texas 77002.

² In addition to Senior Secured Noteholders and DIP Lenders, the Secured Ad Hoc Group also includes investors who received shares pursuant to a post-petition financing transaction with the Reorganized Debtors and are adversely affected by certain provisions in the Court's Final Order, as defined herein. (the "Series 2 Equity Holders").

³ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the (i) Final Order (I) Authorizing Debtors (A) to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(b), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), and 364(e) and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363 and (II) Granting Adequate Protection Pursuant to 11 U.S.C. §§ 361, 362, 363, 364 and 507(b), Dkt. 865 (“Final DIP Order”); and/or (ii) Order Approving Disclosure Statement and Confirming Second Amended Joint Chapter 11 Plan of Reorganization of Sanchez Energy Corporation and its Debtor Affiliates, Dkt. 1212, Ex. 1 (the “Plan”). All docket references are to *In re Sanchez Energy Corp.*, Case No. 19-34508 (Bankr. S.D. Tex.).

Exhibit A and incorporated herein by reference), and the accompanying August 3, 2023 Memorandum Opinion [Dkt. 2808] (the “August 3, 2023 Opinion,” attached hereto as Exhibit B and incorporated herein by reference), as well as all interlocutory orders, opinions, judgments, and decrees entered in connection with Phases 1, 2, or 3 of the Lien-Related Litigation, as defined by the Plan (the “Lien-Related Litigation”), including, without limitation:

- a) the January 11, 2023 Memorandum Opinion [Dkt. 2627] (the “January 11, 2023 Opinion,” attached hereto as Exhibit C and incorporated herein by reference);
- b) the July 22, 2022 Memorandum Opinion [Dkt. 2501] (the “July 22, 2022 Opinion,” attached hereto as Exhibit D and incorporated by reference);
- c) the March 9, 2021 Order Resolving Phase 2 of the Lien-Related Litigation [Dkt. 1848] (the “Phase 2 Order,” attached hereto as Exhibit E and incorporated herein by reference) and the accompanying March 9, 2021 Memorandum Opinion [Dkt. 1847] (the “March 9, 2021 Opinion” and attached hereto as Exhibit F, and incorporated herein by reference); and
- d) the Court’s rulings on the record at the August 14, 2020 hearing resolving Phase 1 [Dkt. 1599] (the “Phase 1 Opinion Transcript” and attached hereto as Exhibit G, and incorporated herein by reference).

For the avoidance of doubt, this appeal includes all interlocutory orders, opinions, judgments, and decrees that merge into the bankruptcy court’s final judgment in the Lien-Related Litigation, including all orders, opinions, judgments, and decrees entered in connection with Phases 1, 2, or 3 of the Lien-Related Litigation.

PART 1: IDENTIFY THE APPELLANT

1. Names of the Appellants:

The members of the Secured Ad Hoc Group listed on Schedule 1 attached hereto:

Apollo Commodities Management, L.P.; Tarpon DIP Holdings, L.P.; Tarpon DH, LLC; Cross Ocean Partners Management LP; Cross Ocean USSS Fund I (A) LP; T-VI CO-ES LP; Cross Ocean Global SIF (A) L.P.; Cross Ocean GSS Master Fund LP; Capital Research and Management Company; American Funds Multi-Sector Income Fund; The Income Fund of America; American High-Income Trust; American Funds Insurance Series - American High-Income Trust; Fidelity Management & Research Company; Fidelity Summer Street Trust: Fidelity High Income Fund; Fidelity Summer Street Trust: Fidelity Capital & Income Fund;

Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund; Fidelity Funds SICAV / Fidelity Funds - US High Yield; Master Trust Bank of Japan Ltd. Re: Fidelity US High Yield Mother Fund; Fidelity Advisor Series II: FA Strategic High Income Sub; Fidelity Summer Street Trust: Series High Income Fund; Fidelity Income Fund: Total Bond High Income Sub; Fidelity American High Yield Fund; Fidelity Advisor Series I: Fidelity Advisor High Income Advantage Fund; Variable Insurance Products Fund: VIP High Income Portfolio; Fidelity Salem Street Trust: Fidelity SAI Total Bond Fund - High Income Sub-Portfolio; Strategic Advisers Income Opportunities Fund - FIAM High Income Subportfolio; FIAM High Yield Bond Commingled Pool - Fidelity Institutional Asset Management Trust Company as Trustee; Fidelity Global High Yield Investment Trust; Fidelity Institutional U.S. High Yield Fund – Series 1; Fidelity Summer Street Trust: Fidelity SAI High Income Fund (SAHI); Variable Insurance Products Fund V: VIP Strategic High Income Sub; Pension Reserves Investment Trust (PRIT) Fund High Yield Portfolio; FIAM High Yield Fund, LLC; Japan Trustee Services Bank, Ltd. Re: Fidelity Strategic Income Fund (Mother); Allianz Fidelity Institutional Asset Management Total Bond Fund High Yield Sub Account; Japan Trustee Services Bank, Ltd. Re: Fidelity High Yield Bond Open Mother Fund; Allianz Multi-Strategy High Yield Sub Account; JNL/Fidelity Institutional Asset Management Total Bond Fund - High Income; Fidelity Merrimack Street Trust: Fidelity Total Bond ETF; Fidelity Summer Street Trust: Fidelity Global High Income Fund - U.S. High Yield Sub Portfolio; Fidelity Summer Street Trust: Fidelity Short Duration High Income Fund - US High Yield Subportfolio; Northwestern Mutual Investment Management Company, LLC; The Northwestern Mutual Life Insurance Company; The Northwestern Mutual Life Insurance Company for its Group Annuity Separate Account; Orbis Investment Management Limited; Allan Gray Australia Balanced Fund; Orbis Global Balanced Fund (Australia Registered); Orbis SICAV Global Balanced Fund; Orbis SICAV Global Cautious Fund; Orbis OEIC Global Balanced Fund; Orbis OEIC Global Cautious Fund; Southpaw Credit Opportunity Master Fund L.P.

-and-

Wilmington Savings Fund Society FSB

Attorneys for the Secured Ad Hoc Group:

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2. Positions of appellants in the adversary proceeding or bankruptcy case that is the subject of this appeal:

Creditors

PART 2: IDENTIFY THE SUBJECT OF THIS APPEAL

1. Describe the judgment, order, or decree appealed from:

The Final Order Resolving Lien-Related Litigation [Dkt. 2809], along with all interlocutory orders, opinions, judgments, and decrees entered in connection with Phases 1, 2, and 3 in the Lien-Related Litigation, including, without limitation, the August 3, 2023 Opinion [Dkt. 2808], the January 11, 2023 Opinion [Dkt. 2627], the July 22, 2022 Opinion [Dkt. 2501], the Phase 2 Order [Dkt. 1848], the March 9, 2021 Opinion [Dkt. 1847], and the Phase 1 Opinion Transcript [Dkt. 1599]

2. State the date on which the judgment, order, or decree was entered:

The Final Order resolving the Lien-Related Litigation was entered on August 3, 2023. Certain interlocutory orders that merged into the final judgment and are also the subject of this appeal were entered on January 21, 2023, July 22, 2022, March 9, 2021, and August 14, 2020.

PART 3: IDENTIFY THE OTHER PARTIES TO THIS APPEAL

1. Party:

Lien-Related Litigation Creditor Representative: Delaware Trust Company

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Reorganized Debtors: Mesquite Energy, Inc. f/k/a Sanchez Energy Corporation; SN Operating, LLC; SN Catarina, LLC; and SN EF Maverick, LLC

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Delaware Trust Company, In Its Capacity As Successor Indenture Trustee for the 7.75% Senior Notes due 2021 and 6.125% Senior Notes due 2023

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The Creditor Representative's Litigation Funders, Including Avenue Energy Opportunities Fund II, L.P.; Benefit Street Partners SMA LM LP; BSP Special Situations Master A L.P.; SEI Energy Debt Fund LP; Panther BCM LLC; Brigade Distressed Value Master Fund Ltd.; Brigade Leveraged Capital Structures Fund Ltd.; Taconic Opportunity Master Fund L.P.; Taconic Master Fund 1.5 L.P.; And Any Unnamed Funders Providing Funding to the Creditor Representative After the Third Funding Agreement (as defined in Adv. Proc. 22-3145, Dkt. 2)

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The Ad Hoc Group of Unsecured Noteholders, including Aetos Capital LP, Allstate Insurance Company, Avenue Capital Group, BofA Securities Inc., Benefit Street Partners, L.L.C., Brigade Capital Management LP, CarVal Investors LLC, D.E. Shaw & Co., Franklin Advisors, Inc., First Trust Advisors, Loomis Sayles & Company, L.P., New Generation Advisors, LLC, Nomura Securities, Nut Tree Capital Management, LP, PIMCO, Shenkman Capital Management Inc., and VR Capital

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Plaintiffs in Adversary Proceeding No. 23-03151, including Lake Whillans Fund I LP, Lake Whillans Fund II LP, Duke 81 LLC, Jonathan Shafter, Joel D. Siegel, Steph Smigel, Christopher Callaghan, Michael F. Burke, Little Oak Asset Management LLC, Barbara Callaghan, Sasan Doroudian, Rachel Kleinberg, Steven M. Feinberg, Jess Sodaski, Beverly Nadler Marital Trust, and Paul S. Nadler Family Irrevocable Charitable Trust

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2. Non-Parties That May Have An Interest In The Outcome Of This Appeal:

The following chart lists certain parties that are not parties to this appeal, but that may have an interest in the outcome of the case. These parties should be served with amended notice of this appeal by their representatives who have been named and/or by the Reorganized Debtors who are aware of their identities and best positioned to provide notice immediately upon the issuance of any shares of New Common Stock, assuming such issuance takes place prior to the resolution of this appeal.

All Other Unsecured Creditors, Including, But Not Limited To
<ul style="list-style-type: none"> Any Owners of the 7.75% Senior Notes due 2021 and 6.125% Senior Notes due 2023, who may receive shares of New Common Stock as a result of the Claims made by Delaware Trust Company as Successor Indenture Trustee of the 7.75% Senior Notes due 2021 and 6.125% Senior Notes due 2023. All other holders of Class 4 and Class 5 Claims.
Any Holder of New Common Stock Upon the Implementation of the Final Order
<ul style="list-style-type: none"> Any Holder of New Common Stock Upon the Implementation of the Final Order Pursuant to the Reorganized Debtors' Allocation of New Common (<i>see</i> Dkt. 2818), including their successors and assigns.

Dated: August 17, 2023
Houston, Texas

/s/ James A. Reeder, Jr.

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Respectfully submitted,

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CERTIFICATE OF SERVICE

I certify that on August 17, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ James A. Reeder, Jr.

James A. Reeder, Jr.